

**EXHIBIT 2**

**CERTIFICATE OF FORMATION AND CERTIFICATE  
TO TRANSACT BUSINESS IN ILLINOIS**

*State of Delaware*  
*Office of the Secretary of State*

---

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALKINGNETS HOLDINGS, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTEENTH DAY OF JUNE, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



  
Edward J. Freel, Secretary of State

3238149 8300

001305214

AUTHENTICATION: 0500375

DATE: 06-15-00



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 7, 2000

6123-719-4

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE TALKINGNETS, INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

JW:CD

File Number 6123-719-4

COPY

State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT  
BUSINESS IN THIS STATE OF TALKINGNETS, INC.  
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED  
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS  
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of  
Illinois, by virtue of the powers vested in me by law, do hereby issue  
this certificate and attach hereto a copy of the Application of the  
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be  
affixed the Great Seal of the State of Illinois,  
at the City of Springfield, this 7TH  
day of SEPTEMBER A.D. 2000 and of  
the Independence of the United States the two  
hundred and 25TH



*Jesse White*

Secretary of State

Form **BCA-13.15**  
(Rev. Jan. 1999)APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS**SUBMIT IN DUPLICATE!**Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834  
<http://www.sos.state.il.us>

This space for use by Secretary of State

**FILED**

SEP 7 - 2000

JESSE WHITE  
SECRETARY OF STATEThis space for use by  
Secretary of State

Date 09-07-00

License Fee \$

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$

Approved: *mn 7/10/00*Payments must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order  
payable to "Secretary of State."1. (a) CORPORATE NAME: TalkingNets, Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware(b) Date of Incorporation: November 29, 1999(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

1213 Culbreth Drive, Wilmington, NC 28405(b) Address of principal office in Illinois:  
(If none, so state)None

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent C T CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. LaSalle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Delaware, North Carolina

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	John A. Philips, III				
Secretary	Anatol Surak, Jr.				
Director	(See Attached List)				
Director					
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)  
 Act as managing member of a limited liability company

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		\$.001	10,000,000	4,312,500
Preferred	A	\$.001	2,237,500	2,150,000

9. Paid-in Capital: \$ 6,462.50  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 14,787,177
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 1,099,528
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 10,918,093
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 764,267

11. Interrogatories: (Important – this section must be completed.)

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: **3A**
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 6,462,500
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated September 15, 2000  
 (Month & Day) (Year)

attested by [Signature]  
 (Signature of Secretary or Assistant Secretary)  
ANATOL SURAK JR  
 (Type or Print Name and Title)  
**SECRETARY**

TalkingNets, Inc.  
 (Exact Name of Corporation)

[Signature]  
 (Signature of President or Vice President)  
 by John A. Philips, III  
 (Type or Print Name and Title)

- \* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

- \*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).



## OFFICE OF THE SECRETARY OF STATE

SEPTEMBER 13, 2000

JESSE WHITE • Secretary of State

0045847-3

CT CORPORATION SYSTEM  
208 S LASALLE ST  
CHICAGO, IL 60604-0000

RE TALKINGNETS HOLDINGS, LLC

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND AN APPROVED APPLICATION OF ADMISSION.

THE LIMITED LIABILITY COMPANY MUST FILE AN ANNUAL REPORT PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES  
LIMITED LIABILITY COMPANY DIVISION  
TELEPHONE (217)524-8008

JW:LLC

Form **LLC-45.5**  
January 1999

**Illinois  
Limited Liability Company Act**

This space for use by  
Secretary of State

**Application for Admission to Transact Business**

Jesse White  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
<http://www.sos.state.il.us>

Payment must be made by certified  
check, cashier's check, Illinois  
attorney's C.P.A.'s check or money or-  
der, payable to "Secretary of State."

**Submit in Duplicate**  
Must be typewritten

This space for use by Secretary of State

Date 9-13-00  
Assigned File # 0045-847-3  
Filing Fee \$400  
Penalty \$  
Approved: JB \$

**FILED**

**SEP 13 2000**

LIMITED LIABILITY CO. DIV.  
JESSE WHITE  
SECRETARY OF STATE

- Limited Liability Company name: TalkingNets Holdings, LLC  
(Must comply with Section 1-10 of ILLCA or article 2 below applies.)
- The assumed name, other than the true company name, under which the LLC proposes to transact business in Illinois is: \_\_\_\_\_  
(If applicable, a form LLC-1.20, Application to Adopt an Assumed Name, is required to be completed and attached to this application.)
- Federal Employer Identification Number (F.E.I.N.): APPLIED FOR
- Jurisdiction of Organization: Delaware
- Date of Organization: June 1, 2000
- Period of Duration: perpetual  
(See #14 on back)
- The address, including county, of the office required to be maintained in the jurisdiction of its organization, or if not required, of the principal place of business (Post office box alone and c/o are unacceptable):  
  
1213 Culbreth Drive  
(Number) (Street) (Suite)  
Wilmington, NC 28405 New Hanover  
(City/State) (ZIP Code) (County)
- Registered agent: C T Corporation System  
(First name) (Middle Name) (Last Name)  
Registered Office: c/o C T Corporation System, 208 South LaSalle Street  
(Number) (Street) (Suite #)  
(P.O. Box or c/o Chicago Cook Illinois 60604  
are unacceptable) (City) (County) (ZIP Code)
- The date on which this foreign LLC first did business in Illinois: upon qualification

**LLC-45.5**

10. The purpose or purposes for which the company is organized and proposes to conduct in this State: Include the business code # (IRS Form 1065).  
telecommunication services, Business Code 513300
11. The limited liability company is managed by:  
☐ manager(s)  
☒ vested in member(s)
12. The Illinois Secretary of State is hereby appointed the agent of the limited liability company for service of process under the circumstances set forth in a subsection (b) of Section 1-50 of the ILLCA.
13. This application is accompanied by a certificate of good standing or existence, as well as a copy of the articles of organization, as amended, duly authenticated within the last thirty (30) days, by the officer of the state or country wherein the LLC is formed.
14. If the period of duration is a date certain and is not stated in the Articles of Organization from the domestic state, a copy of that page from the Operating Agreement stating the date must also be submitted.
15. The undersigned affirms, under penalties of perjury, having authority to sign hereto, that this application for admission to transact business is to the best of my knowledge and belief, true, correct and complete.

Dated 7/13 , 2000  
(Month/Day) (Year)

  
(Signature)  
(Signature must comply with Section 5-45 of ILLCA)

JOHN A. PHILLIPS, III PRESIDENT / CEO  
(Type or print name and title)

of TalkingNets, Inc., Member

\*(If applicant is a company or other entity, state name of company and indicate whether it is a member or manager of the LLC.)

\*Please refer to Sections 178.20(d) and (e) of the Administrative Rules

LLC-17.4